

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

**Appvion, Inc. Retirement Savings and
Employee Stock Ownership Plan,**

Plaintiff,

v.

Case No. 18cv1861

Buth *et al.*

Defendants.

**JOINT STIPULATION FOR MOTION TO EXTEND THE TIME TO FILE
RESPONSIVE PLEADINGS**

Plaintiff Appvion, Inc., Retirement Savings and Employee Stock Ownership Plan, by and through Grant Lyon in his capacity as the ESOP Administrative Committee of Appvion, Inc. (“Plaintiff”), by The Previant Law Firm, S.C. by Sara J. Geenen and Defendants Stout Risius Ross, Inc., Stout Risius Ross, LLC, Robert and Lynn Socol, Aziz El-Tahch and Ayelish M. McGarvey, and Scott and Debora Levine (the “SRR Defendants”), by Conway, Olejniczak & Jerry, S.C. by Ross W. Townsend; Defendants Reliance Trust Company, Howard and Wendy Kaplan, Stephen and Jane Doe Martin, and David and Jane Doe Williams (the “Reliance Defendants”) by Davis & Kuelthau, S.C. by Sherry Coley; Defendants State Street Bank and Trust Company, N.A., Kelly and David Driscoll, and Sydney and Stephen Marzeotti (the “State Street Defendants”) by Goodwin Procter LLP by James O. Fleckner and Gabrielle Gould; Defendants Houlihan Lokey Financial Advisors, Inc. and Houlihan Lokey Capital, Inc. and Louis and Rosemary Paone (the “Houlihan Lokey Defendants”) by McDermott Will & Emery

LLP by Ted Becker and J. Christian Nemeth; Defendant Argent Trust Company (“Argent”) by Keating Muething & Klekamp PLLC by Michael L. Scheier and Brian P. Muething; Defendant Willamette Management Associates Inc. (“Willamette”) by Holland & Knight LLP by Richard Winter, Chelsea Ashbrook McCarthy and Maureen Browne Schoaf; and Defendants Kerry Arent, Timothy Arent, Douglas P. Buth, Gayle Buth, Lisa L. Carter, Stephen Carter, Debra L. Fantini, Rick Fantini, Carol J. Ferree, Tom Ferree, Angela Gilligan, Kevin Gilligan, Anne Karch, Paul J. Karch, Mary E. Murphy, Terry Murphy, Ronald Pace, Teresa Pace, Dale Parker, Debrah Parker, Andrew Reardon, Michele Reardon, Jeanne Richards, Mark Richards, Susan Scherbel, Thomas Scherbel, Kathi Seifert, Stephen Seifert, Mark Suwyn, Patricia Suwyn, Angela Tyczkowski, Mark Tyczkowski, Andrea Willetts, and Kent Willets (the “Officer and Director Defendants”)¹ by Jenner and Block LLP by Craig C. Martin, David Jiménez-Ekman, and Michael T. Graham hereby stipulate and agree as follows:

1. Plaintiff filed the Complaint in this matter on November 26, 2018. *See* ECF 1.
2. On December 19, 2018 and December 21, 2018, the Parties filed joint stipulations to extend the time to file responsive pleadings until January 28, 2019. *See* ECF 63, 65 & 72. The Court approved the stipulations on December 21, 2018 and December 27, 2018. *See* ECF 71 & 73.
3. Plaintiff filed the First Amended Complaint on January 8, 2019. *See* ECF 77.
4. Pursuant to Fed. R. Civ. P. 15(a)(3), “any required response to an amended pleading must be made within the time remaining to respond to the original pleading or within 14 days after service of the amended pleadings, whichever is later.”

¹ The SRR Defendants, the Reliance Defendants, the State Street Defendants, the Houlihan Lokey Defendants, Argent, Willamette, and the Officer and Director Defendants are collectively referred to herein as “Defendants.” Plaintiff and Defendants are collectively referred to herein as the “Parties.”

5. The First Amended Complaint includes an additional sixty-eight (68) pages and one hundred and eighty-four (184) paragraphs. The First Amended Complaint also includes additions to the allegations for the claims for relief and new requests for relief.

6. On or about January 10, 2019, counsel for the SRR Defendants, on behalf of Defendants, contacted counsel for Plaintiff and requested an extension of time until February 28, 2019 to answer, move, or otherwise respond to the First Amended Complaint.

7. On or around January 15, 2019, counsel for Plaintiff contacted counsel for the SRR Defendants and agreed to extend the time for Defendants to answer, move or otherwise respond to the First Amended Complaint until February 28, 2019.

8. Given the additions to the First Amended Complaint, Defendants believe an extension of time is useful and appropriate, and Plaintiff does not oppose this request. In addition, setting one response date upon which responsive pleadings for Defendants collectively will be filed will streamline the litigation schedule.

9. An extension of the time to answer, move, or otherwise respond to the First Amended Complaint is not unreasonable and the proposed response date of February 28, 2019, is within 60 days of when the First Amended Complaint was filed.

For the foregoing reasons, the Parties request that the Court enter an Order as follows:

a. Extending the time for the SSR Defendants to answer, move, or otherwise respond to the First Amended Complaint to February 28, 2019;

b. Extending the time for the Reliance Defendants to answer, move, or otherwise respond to the First Amended Complaint to February 28, 2019;

c. Extending the time for the State Street Defendants to answer, move, or otherwise respond to the First Amended Complaint to February 28, 2019;

d. Extending the time for the Houlihan Lokey Defendants to answer, move, or otherwise respond to the First Amended Complaint to February 28, 2019;

e. Extending the time for Argent to answer, move, or otherwise respond to the First Amended Complaint to February 28, 2019;

f. Extending the time for Willamette to answer, move, or otherwise respond to the First Amended Complaint to February 28, 2019;

g. Extending the time for the Officer and Director Defendants to answer, move, or otherwise respond to the First Amended Complaint to February 28, 2019.

Dated this 23rd day of January, 2019.

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